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April 21, 2011

BY E-FILING

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings
APR 21 2011
Part of
Public Record

Re: Docket No. FD 35393, Providence and Worcester Railroad
Company – Petition for Declaratory Order – Gardner Branch

Dear Ms. Brown:

Enclosed for filing in the above-referenced proceeding please find the Public Version of National Grid's Motion for leave to File a Reply to a Reply and accompanying Reply to Providence and Worcester Railroad Company's Reply to Motion to Hold Proceedings in Abeyance. The Confidential Version of this pleading will be forwarded separately for filing under seal.

Please provide electronic receipt of this filing. Thank you.

Respectfully submitted,



Christopher A. Mills

CAM;lalad
Enclosure

cc (w/enclosure): Counsel for parties of record per Certificate of Service

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PUBLIC VERSION

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**PROVIDENCE AND WORCESTER
RAILROAD COMPANY – PETITION
FOR DECLARATORY ORDER –
GARDNER BRANCH**

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) Docket No. FD 35393
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**NATIONAL GRID'S MOTION
FOR LEAVE TO FILE A REPLY TO A REPLY**

On July 20, 2010, Providence & Worcester Railroad Company ("P&W") filed a Petition for Declaratory Order to resolve a controversy as to whether Massachusetts General Laws, Chapter 164, Section 73 ("M.G.L. c. 164, § 73") is preempted under 49 U.S.C. § 10501(b) given the Board's exclusive jurisdiction to regulate certain areas of railroad operations. On March 30, 2011, New England Power Company ("NEP") d/b/a National Grid (collectively "National Grid") filed a Motion to Hold Proceedings in Abeyance to allow the parties to complete their negotiations concerning the relocation of certain towers or poles supporting National Grid's O-141S transmission line on P&W's right-of-way between Worcester and Barbers, MA, or alternative compensation arrangements.

P&W filed a Reply in Opposition to National Grid's Motion on April 18, 2011 ("April 18 Reply"). The April 18 Reply contains misleading and inaccurate statements concerning the status of the parties' negotiations for relocation of the O-141S transmission line poles, and concerning National Grid's alleged reliance on M.G.L. c.

164, § 73 to “prevent” P&W from forcing National Grid to relocate its poles. As such, National Grid hereby moves the Board pursuant to 49 C.F.R. § 1117.1 for leave to file a reply to the April 18 Reply. Although a reply to a reply is normally prohibited by the rules that govern this proceeding (49 C.F.R. § 1104.13(c)), National Grid respectfully requests that the Board exercise its discretion to permit the filing of a reply to permit National Grid to correct the record and ensure that the Board’s decision is based on an accurate understanding of the facts.

The Board permits parties to file a reply to a reply when it “. . . provides a more complete record, clarifies the arguments, will not prejudice any party, and does not unduly prolong the proceeding. It is within the Board’s discretion to permit otherwise impermissible filings . . .” STB Docket No. AB-6 (Sub-No. 468X), *BNSF Railway Company – Abandonment Exemption – In Kootenai County, ID*, at 1-2 (STB served Nov. 27, 2009). Granting National Grid’s Motion and allowing a reply will not broaden the issues raised in this proceeding since National Grid seeks only to set the record straight as to matters raised by P&W in its April 18 Reply. Moreover, granting this motion will not prejudice the parties or prolong this proceeding.

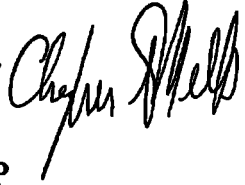
WHEREFORE, National Grid respectfully requests that the Board grant its Motion for Leave to File a Reply to a Reply in this proceeding, and accept the Reply of National Grid that is attached hereto.

Respectfully submitted,

NEW ENGLAND POWER COMPANY
d/b/a NATIONAL GRID

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Dated: April 21, 2011

Its Attorneys